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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

CLERK
US BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re

W. R. GRACE & CO., et al.,¹

Debtors.

Chapter 11

Case No. 01-01139 (JJF)
(Jointly Administered)

FIRST SUPPLEMENTAL AFFIDAVIT IN
SUPPORT OF APPLICATION TO EMPLOY
WACHTELL, LIPTON, ROSEN & KATZ
AS SPECIAL COUNSEL TO DEBTORS

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

I, DAVID C. BRYAN, being duly sworn, state as follows:

1. I am an attorney at law and a member of the bars of the State of New York, the United States District Court for the Southern District of New York, and the United

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, and H-G Coal Company.

States Court of Appeals for the Third Circuit. I am a member of the law firm of Wachtell, Lipton, Rosen & Katz ("WLRK"), which maintains an office for the practice of law at 51 West 52nd Street, New York, New York 10019. I make this affidavit in further support of the Application of W. R. Grace & Co., et al. ("Debtors") for an order authorizing the employment of WLRK as special counsel for the Debtors, nunc pro tunc to the April 2, 2001 petition date herein, pursuant to sections 327(e) and 328(a) of the Bankruptcy Code (the "Application"). This affidavit supplements the Affidavit of Harold S. Novikoff filed with the Application (the "Novikoff Affidavit").

2. Subsequent to the filing of the Application, the Debtors' reorganization counsel, Kirkland & Ellis, provided WLRK with certain additions to the K&E Exhibits (as defined in the Novikoff Affidavit). WLRK has undertaken a comparison of those names against the most complete list currently available of WLRK's clients for the past nine years, together with the names of their parent and subsidiary entities (according to Dun & Bradstreet's *Who Owns Whom* service). To the best of my knowledge and information as a result of this comparison, it appears that WLRK has represented or does represent in certain unrelated corporate, litigation, creditors' rights and other matters (but is not general counsel to) the following additional entities: Borden, Inc.; CNA Financial Corp./CNA Insurance Company; Del Corp.; Radian International/Radian Corp.; and Schering-Plough Corp.

3. Subsequent to the date of the Novikoff Affidavit, WLRK received additional payment of invoices for prepetition legal services to the Debtors in the amount of \$382,634.28. While certain of the services performed by WLRK during the prepetition period included giving strategic advice with respect to the restructuring options available to the Debtors, including a possible chapter 11 filing, none of the fees paid to WLRK represented payments for

legal services in connection with the preparation and filing of these chapter 11 cases. Those services were performed by the Debtors' bankruptcy and reorganization counsel.



David C. Bryan

Sworn to before me this
12th day of April, 2001


Notary Public

KATHLEEN MC GETRICK
Notary Public, State of New York
No. 46-4871056
Qualified in Queens County
Commission Expires Sept. 8, 2002.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-01139 (RJN)
)	Jointly Administered
Debtors.)	

AFFIDAVIT OF SERVICE

STATE OF DELAWARE)
COUNTY OF NEW CASTLE)SS
)

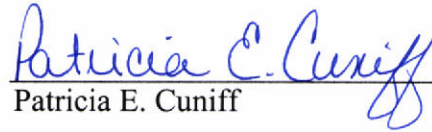
Patricia E. Cuniff, being duly sworn according to law, deposes and says that she is employed by the law firm of Pachulski, Stang, Ziehl, Young & Jones P.C., co-counsel for the Debtors, in the above-captioned action, and that on the 18th day of April, 2001 she caused a copy of the following document(s) to be served upon the attached service list(s) in the manner indicated:

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

1. **Fist Supplemental Affidavit in Support of Application to Employ**

Wachtell, Lipton, Rosen & Katz as Special Counsel to Debtors.

Dated: April 18, 2001


Patricia E. Cuniff

Sworn to and subscribed before
me this 18th day of April, 2001



Notary Public

My Commission Expires: 02/11/02

W. R. Grace 2002 Service List
Case No. 01-1139 (RJN)
Doc. No. 20058
April 18, 2001
05 – Hand Delivery
07 – Federal Express
34 – First Class Mail

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